

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING

DOCKET NO. VGOB 10/11/16-2858

ELECTIONS, UNIT: VC-537194

(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION NUMBERS:

TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS
AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT (S) _
B, B-3, & E WHICH IS/ARE ATTACHED TO AND A PART OF
THIS ORDER.

REPORT OF BOARD

FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board *sua sponte* in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on August 26, 2011 and recorded in Deed Book 490, Page 154 in the Office of the Clerk of Circuit Court, Dickenson County, Virginia on September 19, 2011, (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 *et seq.*, Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed EQT Production Company, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
 - (b) The designated operator filed its affidavit of mailing dated October 3, 2011, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;

- (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated January 19, 2012, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B;
 - (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2 above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
 4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that a true and correct copy of this Order was mailed to each person whose interest or claim is subject to escrow and whose address is known.
 5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
 6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 16 day of Feb., 2012, by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Chairman, Bradley C. Lambert

DONE AND PERFORMED this 16th day of February, 2012, by Order of the Board.

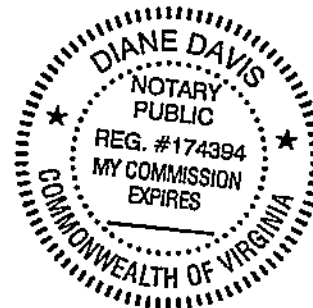
Rick Cooper
Rick Cooper
Principal Executive to the
Staff, Virginia Gas and Oil Board

STATE OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 16th day of February, 2012, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, and appeared Rick Cooper, being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board that they executed the same and were authorized to do so.

Diane Davis
Diane Davis, Notary Public
174394

My commission expires: September 30, 2013



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of EQT Production Company, for Forced Pooling of Interests in Unit Number VC-537194 VGOB Docket No. VGOB-10/11/16-2858 in the Kenady Magisterial District of Dickenson County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on August 26, 2011, by the Virginia Gas and Oil Board regarding the captioned coalbed methane Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on September 19, 2011.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

NONE

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow as either unknown claimants or conflicting claimants under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

See Exhibit E

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims.

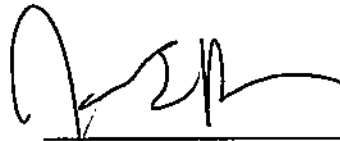
NONE

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

See Exhibit B-3

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are required in this matter pursuant to the terms of §§ 45.1-361.21.D.

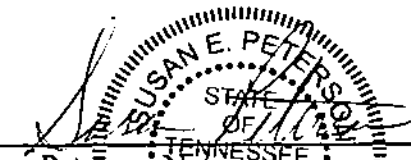
Dated at Kingsport, Tennessee, this 19th day of January, 2012.

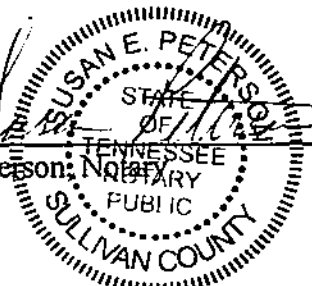


Affiant

State of Tennessee)
County of Sullivan)

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of EQT Production Company, a corporation, on behalf of the corporation, this 19th day of January, 2012.



Susan Peterson, Notary


My commission expires: October 24, 2012.

Supplement "B"
VC-537194
3/28/2011

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
<u>Gas Estate Only</u>					
1 Tax ID 12489	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705	Leased 904576 DJ-38	32.58800000%	19.16800000	0.04073500
Tract 1 Totals	EQT Production Company		32.58800000%	19.16800000	0.28514500 0.32588000
2 Tax ID # 4762	William E. Hunsaker and Angela Susan Hunsaker, h/w 4425 Hunsaker Drive Coeburn, VA 24230	Leased 914985	14.76900000%	8.68700000	0.01848125
Tract 2 Totals	EQT Production Company		14.76900000%	8.68700000	0.12922875 0.14769000
3 Tax ID # 4761	William E. Hunsaker and Angela Susan Hunsaker, h/w 4425 Hunsaker Drive Coeburn, VA 24230	Leased 914985	2.77500000%	1.63300000	0.00346875
Tract 3 Totals	EQT Production Company		2.77500000%	1.63300000	0.02428125 0.02775000
4 Tax ID # 5138	Clifford James Miller 542 2nd Street Benton Harbor, MI 49022	Leased 911719	17.41200000%	10.24200000	0.02176500
Tract 4 Totals	EQT Production Company		17.41200000%	10.24200000	0.15235500 0.17412000
5 Tax ID # 4673	Terry W. Hutchinson 14221 Ivory Lane Bristol, VA 24202	Unleased	10.31500000%	6.06700000	0.01289375
Tract 5 Totals	EQT Production Company		10.31500000%	6.06700000	0.09025625 0.10315000
6 Tax ID 6248	Joan C. Trivett et al John Greever Revocable Living Trust C/O John Greever, Trustee 260 Grey Havens Loop P.O. Box 413 Orcas, WA 98280	Leased 911733	2.93225000%	1.72475000	0.00366531
	Hulah Loyd Bentley Revocable Living Trust C/O Hulah Loyd Bentley, Trustee 13840 N. Desert Harbor Dr. # 131 Peoria, AZ 85381	Leased 911733	2.93225000%	1.72475000	0.00366531
	Joan C. Trivett 462 Hilledge Drive Laguna Beach, CA 92651	Leased 911733	2.93225000%	1.72475000	0.00366531
	James C. Trivett III 10495 State Route 550 Athens, OH 45701	Leased 914927	1.46612500%	0.88237500	0.00183266

EX 495PG 504

	Christina L. Trivett 21515 81st Street Bristol, WI 53104	Leased 911733	1.46612500%	0.86237500	0.00183266
Tract 6 Totals	EQT Production Company		11.72900000%	6.89900000	0.10262875 0.11729000
7 Tax ID # 5137	Clifford James Miller 542 2nd Street Benton Harbor, MI 49022	Leased 911719	0.46900000%	0.27600000	0.00058625
Tract 7 Totals	EQT Production Company		0.46900000%	0.27600000	0.00410375 0.00469000
8 Tax ID 12489	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705	Leased 904576 DI-31	0.00300000%	0.00200000	0.00000375
Tract 8 Totals	EQT Production Company		0.00300000%	0.00200000	0.00002625 0.00003000
9	Joan C. Trivett et al				
Tax ID 6248	John Greever Revocable Living Trust C/O John Greever, Trustee 260 Grey Havens Loop P.O. Box 413 Orcas, WA 98280	Leased 911733	2.48500000%	1.46150000	0.00310625
	Hulah Loyd Bentley Revocable Living Trust C/O Hulah Loyd Bentley, Trustee 13840 N. Desert Harbor Dr. # 131 Peoria, AZ 85381	Leased 911733	2.48500000%	1.46150000	0.00310625
	Joan C. Trivett 462 Hilledge Drive Laguna Beach, CA 92651	Leased 911733	2.48500000%	1.46150000	0.00310625
	James C. Trivett III 10495 State Route 550 Athens, OH 45701	Leased 914927	1.24250000%	0.73075000	0.00155313
	Christina L. Trivett 21515 81st Street Bristol, WI 53104	Leased 911733	1.24250000%	0.73075000	0.00155313
Tract 9 Totals	EQT Production Company		9.94000000%	5.84600000	0.08697500 0.09940000
	TOTAL GAS ESTATE		100.00000000%	58.82000000	1.00000000
	Percentage of Unit Leased		89.68500000%		
	Percentage of Unit Unleased		10.31500000%		
	Acreage in Unit Leased			52.75300000	
	Acreage in Unit Unleased			6.06700000	
	<u>Coal Estate Only</u>				
1 Tax ID 12500	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705	Leased 904576 DI-38	32.588%	19.168	0.04073500
Tract 1 Totals	EQT Production Company		32.58800000%	19.16800000	0.28514500 0.32588000

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2 Tax ID 11915	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705	Leased 904576 DI-5	14.769%	8.687	0.01846125
Tract 2 Totals	EQT Production Company		14.76900000%	8.68700000	0.12922875 0.14769000
3 Tax ID 11915	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705	Leased 904576 DI-5	2.775%	1.633	0.00346875
Tract 3 Totals	EQT Production Company		2.77500000%	1.63300000	0.02428125 0.02775000
4 Tax ID 11915	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705	Leased 904576 DI-5	17.412%	10.242	0.02176500
Tract 4 Totals	EQT Production Company		17.41200000%	10.24200000	0.15235500 0.17412000
5 Tax ID 11915	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705	Leased 904576 DI-5	10.315%	6.067	0.01289375
Tract 5 Totals	EQT Production Company		10.31500000%	6.06700000	0.09025625 0.10315000
6 Tax ID 14514	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705	Leased 904576 DI-31	11.729%	6.899	0.01468125
Tract 6 Totals	EQT Production Company		11.72900000%	6.89900000	0.10262875 0.11729000
7 Tax ID 14514	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705	Leased 904576 DI-31	0.469%	0.276	0.00058625
Tract 7 Totals	EQT Production Company		0.46900000%	0.27600000	0.00410375 0.00469000
8 Tax ID 14514	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705	Leased 904576 DI-31	0.003%	0.002	0.00000375
Tract 8 Totals	EQT Production Company		0.00300000%	0.00200000	0.00002625 0.00003000
9 Tax ID 12500	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705	Leased 904576 DI-38	9.940%	5.846	0.01242500
Tract 9 Totals	EQT Production Company		9.94000000%	5.84600000	0.08697500 0.09940000
TOTAL COAL ESTATE			100.00000000%	58.82000000	1.00000000
Percentage of Unit Leased			100.00000000%		
Percentage of Unit Unleased			0.00000000%		
Acreage in Unit Leased				58.77000000	
Acreage in Unit Unleased				0.00000000	

BK 1.95 PG. 506
EXHIBIT B-3
VC-537194

10/5/2010

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate Only</u>				
5	Terry W. Hutchinson 14221 Ivory Lane Bristol, VA 24202 Tax ID # 4673	Unleased	10.31500000%	6.06700000
TOTAL UNLEASED GAS			10.31500000%	6.06700000

EXHIBIT "E" OK 495PG 507
VC-537194
10/5/2010

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>GAS ESTATE ONLY</u>				
2	William E. Hunsaker and Angela Susan Hunsaker, h/w 4425 Hunsaker Drive Coeburn, VA 24230 Tax ID # 4762	Leased 914985	14.76900000%	8.68700000
3	William E. Hunsaker and Angela Susan Hunsaker, h/w 4425 Hunsaker Drive Coeburn, VA 24230 Tax ID # 4761	Leased 914985	2.77500000%	1.63300000
4	Clifford James Miller 542 2nd Street Benton Harbor, MI 49022 Tax ID # 5138	Leased 911719	17.41200000%	10.24200000
5	Terry W. Hutchinson 14221 Ivory Lane Bristol, VA 24202 Tax ID # 4673	Unleased	10.31500000%	6.06700000
6	Joan C. Trivett et al Tax ID 6248			
	John Greever Revocable Living Trust C/O John Greever, Trustee 260 Grey Havens Loop P.O. Box 413 Orcas, WA 98280	Leased 911733	2.93225000%	1.72475000
	Hulah Loyd Bentley Revocable Living Trust C/O Hulah Loyd Bentley, Trustee 13840 N. Desert Harbor Dr. # 131 Peoria, AZ 85381	Leased 911733	2.93225000%	1.72475000
	Joan C. Trivett 462 Hilledge Drive Laguna Beach, CA 92651	Leased 911733	2.93225000%	1.72475000

EXHIBIT "E"
VC-537194
10/5/2010

OK 495PG 508

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	James C. Trivett III 10495 State Route 550 Athens, OH 45701	Leased 914927	1.46612500%	0.86237500
	Christina L. Trivett 21515 81st Street Bristol, WI 53104	Leased 911733	1.46612500%	0.86237500
7	Clifford James Miller 542 2nd Street Benton Harbor, MI 49022 Tax ID # 5137	Leased 911719	0.46900000%	0.27600000
9	Joan C. Trivett et al Tax ID 6248			
	John Greever Revocable Living Trust C/O John Greever, Trustee 260 Grey Havens Loop P.O. Box 413 Orcas, WA 98280	Leased 911733	2.48500000%	1.46150000
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	Joan C. Trivett 462 Hilledge Drive Laguna Beach, CA 92651	Leased 911733	2.48500000%	1.46150000
	James C. Trivett III 10495 State Route 550 Athens, OH 45701	Leased 914927	1.24250000%	0.73075000
	Christina L. Trivett 21515 81st Street Bristol, WI 53104	Leased 911733	1.24250000%	0.73075000
Total			67.40900000%	39.65000000

EXHIBIT "E"
VC-537194
10/5/2010

OK 495PG 509

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Coal Estate Only</u>				
2	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705 Tax ID 11915	Leased 904576 DI-5	14.769%	8.687
3	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705 Tax ID 11915	Leased 904576 DI-5	2.775%	1.633
4	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705 Tax ID 11915	Leased 904576 DI-5	17.412%	10.242
5	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705 Tax ID 11915	Leased 904576 DI-5	10.315%	6.067
6	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705 Tax ID 14514	Leased 904576 DI-31	11.729%	6.899
7	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705 Tax ID 14514	Leased 904576 DI-31	0.469%	0.276
9	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25705 Tax ID 12500	Leased 904576 DI-38	9.940%	5.846
Total			67.409000000%	39.650000000

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INSTRUMENT #120000398
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON ON
MARCH 23, 2012 AT 03:57PM
RICHARD W. EDWARDS, CLERK
RECORDED BY: CJF